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URBAN A. LESTER

RECORDATION NO.

26892-A
FILED

MAR 30 '07 -1 30 PM

SURFACE TRANSPORTATION BOARD

March 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number

26892.

The name and address of the party to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: Lehigh Cement Company
7660 Imperial Way
Allentown, PA 18195]

Mr. Vernon A. Williams
March 30, 2007
Page 2

A description of the railroad equipment covered by the enclosed document
is:

113 railcars: LEHX 1100 – LEHX 1212.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal flourish.

Robert W. Alvord

RWA/sem
Enclosures

MAR 30 '07 -1 30 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on March 30, 2007 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Lehigh Cement Company, a Pennsylvania corporation (the "Lessee") are parties to that certain Railroad Car Net Lease Agreement (the "Lease Agreement"), dated as of February 19, 2007, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider One (I) to Railroad Car Net Lease Agreement, effective February 19, 2007 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: M. G. Gray
Name: Martin Graham
Title: President

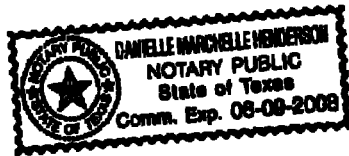
Executed on this ____ day of March, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the ___ day of March 2007, before a Notary Public in and for said County and State, personally appeared Martha Graham who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on March ___, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Dallas, TX

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:

Covered twin hopper railroad freight cars equipped with circular hatches and gravity discharge gates in accordance with TrinityRail Specification No. LO-3281-3138B dated January 3, 2007

Quantity:

One Hundred Thirteen (113)

Road Numbers:

LEHX 1100 – LEHX 1212

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/30/07



Robert W. Alvord